

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575

VIA FEDERAL EXPRESS



January 26, 1999

RECORDATION NO. 21999 FILED

JAN 28 '99

9-30 AM

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated January 6, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Norfolk Southern Railway Company
110 Franklin Road, S.E.
Roanoke, VA 24042

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulskey".

Susan Grokulskey
Manager - Documents Administration

Enclosures

(NS017)

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Susan Grokulsky
First Union Rail Corporation
6250 River Road, Ste. 5000
Rosemont, Illinois 60010

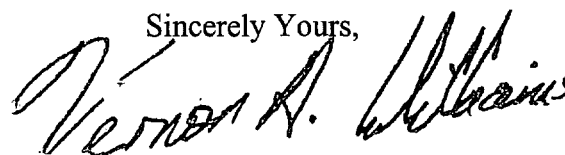
Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 1/28/99 at 9:30 AM , and

assigned recordation numbers (s): 21990, 21991, 21992, 21993, 21994, 21995, 21996,
21997, 21998, 21999 and 22000.

Sincerely Yours,



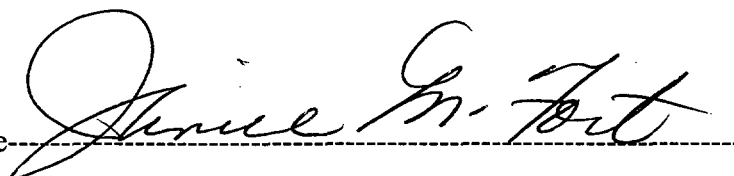
Vernon A. Williams

Enclosure(s) (11)

286.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



ASSIGN: NS017

RECORDATION NO. 21999 FILED

JAN 28 '99

9-30 AM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of January, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Norfolk Southern Railway Company ("Lessee").

W I T N E S S E T H:

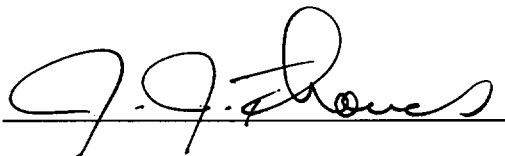
The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 30, 1996, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: 

Name: JACK THOMAS
President

Title: _____

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 22 day of January 1999.

[CORPORATE SEAL]



STATE OF ILLINOIS

COUNTY OF COOK

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22 day of January, 1999.

Michelle Berg
Notary Public

My Commission Expires:



LESSEE:

NORFOLK SOUTHERN RAILWAY COMPANY

ATTEST:

By: PC Dress

Name: PC Dress

Title: Asst. Mgr. Purch.

By: William T. Rousis, CDM

Name: William T. Rousis

Title: Mgr. Purchasing Car

Executed on this 11TH day of JAN., 1999.

[CORPORATE SEAL]

STATE OF Virginia

COUNTY OF Roanoke

I, Charles J. Wells, a Notary Public in and for said state and county, certify that William T. Rousis personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 11 day of January,
~~1998.~~
1999

Charles J. Wells
Notary Public

My Commission Expires:

Jan. 31, 2000
(Notary Public)

EXHIBIT A
to
Memorandum of Lease

NUMBER OF CARS: 100

DESCRIPTION OF CARS: 5150 cf Covered Hoppers

CAR NUMBERS: See Following List:

Car initial	Car number
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FURX	840501
FURX	840502
FURX	840503
FURX	840504
FURX	840505
FURX	840506
FURX	840507
FURX	840508
FURX	840509
FURX	840510
FURX	840511
FURX	840512
FURX	840513
FURX	840514
FURX	840515
FURX	840516
FURX	840517
FURX	840518
FURX	840519
FURX	840521
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FURX	840546
FURX	840547
FURX	840548
FURX	840549
FURX	840550
FURX	840551

FURX	840552
FURX	840553
FURX	840554
FURX	840555
FURX	840556
FURX	840557
FURX	840558
FURX	840559
NDYX	515013
NDYX	515069
NDYX	515117
NDYX	515210
NDYX	515211
NDYX	515234
NDYX	515272
NDYX	515306
NDYX	515375
NDYX	515376
NDYX	515380
NDYX	515383
NDYX	515390
NDYX	515392
NDYX	515397
NDYX	515399
NDYX	515401

NDYX	515405
NDYX	515411
NDYX	515412
NDYX	515413
NDYX	515418
NDYX	515419
NDYX	515423
NDYX	515427
NDYX	515430
NDYX	515431
NDYX	515433
NDYX	515436
NDYX	515437
NDYX	515442
NDYX	515446
NDYX	515452
NDYX	515454
NDYX	515456
NDYX	515459
NDYX	515461
NDYX	515469
NDYX	515471
NDYX	515475
NDYX	515477
NDYX	515486

Count:	100
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